

DEC 29 '11 -11 51 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 8, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24115.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Total Petrochemicals USA, Inc.
1201 Louisiana Street
Suite 1800
Houston, TX 77002

A description of the railroad equipment covered by the enclosed document is for twenty (20) tank cars with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.

Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(AIP1 007)

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ASSGN. NO.: ATPE007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

8th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8 day of December, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Total Petrochemicals USA, INC. ("Lessee"), a Delaware corporation, f/k/a ATOFINA Petrochemicals, Inc.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 11, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: *[Signature]*Name: JOHN J. THOMAS
PRESIDENTBy: *Susan Grokulska*

Title: _____

Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 8th day of December, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of December, 2011.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)

*[Signature]*

LESSEE:

TOTAL PETROCHEMICALS USA, INC.

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this

7th day of December 2011

[CORPORATE SEAL]

STATE OF

Texas

COUNTY OF

Harris



I, Jennifer Averett, a Notary Public of the County and State aforesaid, certify that Allen Cast personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this

7th day of December, 2011

Jennifer Averett
Notary Public

Commission Expires:

1-27-14

(Notary Public)

[Handwritten signature]

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: Tank Cars

CAR NUMBERS:

FURX	123560
FURX	123666
FURX	123676
FURX	123723
FURX	123740
FURX	123741
FURX	123743
FURX	123744
FURX	123745
FURX	123746
FURX	123747
FURX	123750
FURX	123751
FURX	123752
FURX	123753
FURX	123754
NDYX	123854
NDYX	123860
NDYX	123861
NDYX	123862
Count:	20